

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

WINC, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 22-11238 (LSS)

(Jointly Administered)

**Ref. Docket Nos. 14, 44, 75, 82, 100 & 117**

**CERTIFICATION OF COUNSEL REGARDING REVISED  
PROPOSED FINAL ORDER (I) AUTHORIZING THE DEBTORS TO  
(A) OBTAIN POSTPETITION FINANCING, (B) GRANT SENIOR SECURED  
LIENS AND SUPERPRIORITY ADMINISTRATIVE EXPENSE CLAIMS,  
AND (C) UTILIZE CASH COLLATERAL; (II) DETERMINING THAT  
THE PREPETITION SECURED LENDER IS ADEQUATELY  
PROTECTED; (III) MODIFYING THE AUTOMATIC  
STAY; (IV) AND GRANTING RELATED RELIEF**

On December 2, 2022, the above-captioned debtors and debtors in possession (collectively, the “Debtors”), filed the *Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing, (B) Grant Senior Secured Liens and Superpriority Administrative Expense Claims, and (C) Utilize Cash Collateral; (II) Determining that the Prepetition Secured Lender Is Adequately Protected; (III) Modifying the Automatic Stay; (IV) Scheduling Final Hearing; and (V) Granting Related Relief* [Docket No. 14] (the “DIP Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

On December 7, 2022, the Court entered an order granting the relief requested in the DIP Motion on an interim basis [Docket No. 44] (the “Interim Order”).<sup>2</sup> Pursuant to the Interim Order,

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 12405 Venice Boulevard, Box #1, Los Angeles, CA 90066.

<sup>2</sup> Capitalized terms used but not defined herein have the meanings given to them in the Interim Order.

responses to the entry of an order granting the DIP Motion on a final basis were to be filed and served no later than 4:00 p.m. (ET) on December 30, 2022 (the “Objection Deadline”).<sup>3</sup>

On December 21, 2022, the Official Committee of Unsecured Creditors (the “Committee”) filed a preliminary objection [Docket No. 75] (the “Preliminary Objection”) to, among other things, approval of the DIP Motion on a final basis. After significant discussions, the Debtors, DIP Lender, Prepetition Secured Party, and the Committee agreed to certain modifications of the Interim Order, including an increase in the interim draw amount under the DIP Facility and an extension of the milestone for entry of a final order approving the DIP Motion. On December 22, 2022, the Court entered a further interim order [Docket No. 82] (the “Further Interim Order”) approving the modifications to the Interim Order. Pursuant to the Further Interim Order, a hearing to consider the DIP Motion on a final basis is scheduled for January 6, 2023 at 2:00 p.m. (ET).

Prior to the Objection Deadline, the Committee filed the *Official Committee of Unsecured Creditors’ (A) Objection to Debtors’ Motion for Entry of Final Order Authorizing Debtors to Obtain Postpetition Financing and (B) Request for Adjournment* [Docket No. 100] (the “Second Objection”) and, together with the Preliminary Objection, the “Committee DIP Objections”). In response, on January 3, 2023, the Debtors filed the *Debtors’ Reply to Official Committee of Unsecured Creditors’ (A) Objection to Debtors’ Motion for Entry of Final Order Authorizing Debtors to Obtain Postpetition Financing and (B) Request for Adjournment* [Docket No. 114]. On January 4, 2023, the Debtors filed that certain *Notice of Filing of Proposed Final DIP Order* [Docket No. 117] (the “Proposed Final Order”).

The Debtors have conferred with counsel to the DIP Lender, Prepetition Secured Party, and Committee (collectively, the “Interested Parties”), and have agreed to make certain revisions

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<sup>3</sup> The Objection Deadline was extended to 12:00 p.m. (ET) on January 3, 2023 solely for the Committee.

to the Proposed Final Order, as reflected in the form of order attached hereto as **Exhibit 1** (the “**Revised Proposed Final Order**”), to resolve the Committee Objections. For the convenience of the Court and other interested parties, a cumulative blackline comparing the Revised Proposed Final Order to the Interim Order is attached hereto as **Exhibit 2**.

The Debtors submit that the Revised Proposed Final Order is appropriate and consistent with their discussions with the Interested Parties. The Debtors confirm that neither the Interested Parties nor the Office of the United States Trustee objects to entry of the Revised Proposed Final Order. Accordingly, the Debtors respectfully request that the Court enter the Revised Proposed Final Order at its earliest convenience without further notice or hearing.

Dated: January 5, 2023  
Wilmington, Delaware

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